

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

STIPULATION AND [PROPOSED] ORDER

Plaintiffs WCM Alternatives: Event-Driven Fund, WCM Master Trust, The Merger Fund, The Merger Fund VL, and JNL/Westchester Capital Event Driven Fund (“Plaintiffs”) and Defendants Perrigo Company plc (“Perrigo”), Joseph Papa, and Judy Brown (collectively, “Defendants”), through their undersigned counsel, hereby agree and stipulate to the following matters:

WHEREAS, on November 15, 2018, Plaintiffs commenced the above-captioned individual action (the “Action”);

WHEREAS, the Action has been designated as related to *Roofers Pension Fund v. Papa et al.*, No. 2:16-cv-2805-MCA-LDW (the “Consolidated Class Action”);

WHEREAS, the complaint in the Action (the “Complaint”) involves claims, allegations, and parties that significantly overlap with the claims, allegations, and parties described in the June 21, 2017 Amended Complaint for Violation of the Federal Securities Laws (the “Class Action Amended Complaint”) in the Consolidated Class Action;

WHEREAS, the defendants in the Consolidated Class Action moved to dismiss the Class Action Amended Complaint (the “Motions to Dismiss”);

WHEREAS, on July 27, 2018, the Court in the Consolidated Class Action issued an opinion granting in part and denying in part the Motions to Dismiss (2018 WL 3601229) (the “July 27, 2018 Decision”);

WHEREAS, on January 26, 2018, actions captioned *Mason Capital L.P., et al. v. Perrigo Company PLC, et al.*, Civ. A. No. 2:17-cv-01119-MCA-LDW (the “Mason Action”) and *Pentwater Equity Opportunities Master Fund Ltd., et al., v. Perrigo Company PLC, et al.*, Civ. A. No. 2:18-cv-01121-MCA-LDW (the “Pentwater Action”) were commenced by the respective plaintiffs in those actions, and the amended complaint in the Mason Action and the complaint in the Pentwater Action involve claims, allegations, and parties that significantly overlap with the claims, allegations, and parties described in the Complaint in this Action;

WHEREAS, in the Mason Action and in the Pentwater Action, the parties entered into stipulations containing terms similar to the terms set forth in this stipulation, which stipulations were “so ordered” by the Court on February 21, 2018 and November 9, 2018;

WHEREAS, the parties have agreed that Defendants shall answer, rather than move to dismiss, the Complaint on or before January 11, 2019; and

WHEREAS, the parties seek entry of an order replicating any issues resolved by the July 27, 2018 Decision;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties hereto, through their undersigned counsel, as follows:

1. By entering into this stipulation, Defendants accept service of the summons and complaint in the Action and expressly preserve all rights, claims and defenses, including, but not limited to, all defenses relating to jurisdiction, other than a defense as to the timeliness and sufficiency of service of the summons and Complaint and the form of the summons.

2. The issues and arguments raised in the briefing in connection with the Motions to Dismiss in the Consolidated Class Action shall not be re-briefed in this Action but rather, for purposes of judicial efficiency, shall be treated as if such issues and arguments had been raised in motion(s) to dismiss in this Action and had been resolved in a similar fashion to the way those issues and arguments were resolved in the July 27, 2018 Decision, including, but not limited to, the determinations by the Court in the Consolidated Class Action to “dismiss Plaintiff’s claims regarding the Tysabri royalty stream without prejudice” and to “dismiss the claims related to organic growth without prejudice.”

3. Defendants shall answer the Complaint on or before January 11, 2019.
4. Discovery shall be coordinated with discovery in the Consolidated Class Action.

Dated: December 19, 2018

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SO ORDERED THIS ____ DAY OF _____, 2018

Hon. Madeline Cox Arleo, U.S.D.J.

Hon. Leda D. Wettre, U.S.M.J.